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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

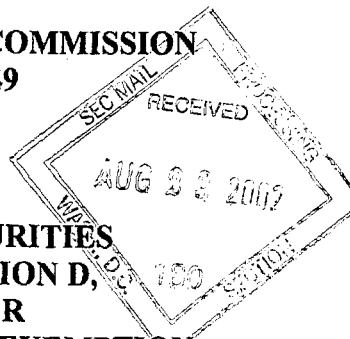
## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

PROCESSED

Name of Offering (☒ check if this is an amendment and name has changed, and indicate change.)  
GeneMax Corp. (formerly known as Eduverse.com)

AUG 28 2002  
THOMSON  
FINANCIAL

Filing Under (Check box(es) that apply):  
☐ Rule 504   ☐ Rule 505   ☒ Rule 506   ☐ Section 4(6)   ☐ ULOE

Type of Filing: ☒ New Filing   ☐ Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☒ check if this is an amendment and name has changed, and indicate change.)

GeneMax Corp. (formerly known as Eduverse.com)

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number  
(Including Area Code)

435 Martin Street, Suite 2000, Blaine, WA 98230 360.332.7734

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number  
(Including Area Code)

(if different from Executive Offices)

400 - 1681 Chestnut Street, Vancouver, British Columbia, Canada V6J 4M6  
Brief Description of Business

See attached "Exhibit A".

Type of Business Organization

☒ corporation   ☐ limited partnership, already formed   ☐ other (please specify):  
☐ business trust   ☐ limited partnership, to be formed

CR

Month Year

Actual or Estimated Date of Incorporation or Organization: ☐ 1 ☒ 2 ☐ 3 ☐ 4 ☐ 5 ☐ 6 ☐ 7 ☐ 8 ☐ 9 ☐ 10 ☐ 11 ☐ 12 ☒ Actual ☐ Estimated  
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
 CN for Canada; FN for other foreign jurisdiction) ☐ N ☒ V

**GENERAL INSTRUCTIONS****Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that ☐ Promoter ☒ Beneficial ☒ Executive ☒ Director ☐ General and/or  
 Apply: Owner Officer Managing  
 Partner

Full Name (Last name first, if individual)  
 Handford Ronald L.

Business or Residence Address (Number and Street, City, State, Zip Code)

3432 W. 13th Avenue, Vancouver, British Columbia V5Y 1W1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Jefferies, Wildred Dr.

Business or Residence Address (Number and Street, City, State, Zip Code)

12596 23rd Avenue, Surrey, British Columbia V4A 2C2

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Davidson, James D.

Business or Residence Address (Number and Street, City, State, Zip Code)

321 South St. Asaph Street, Alexandria VA 22314

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Levy Julia Dr.

Business or Residence Address (Number and Street, City, State, Zip Code)

601-1490 Pennyfarthing Drive, Vancouver, British Columbia V6J 4Z3

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Stiller, Calvin R. M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)

14142 Nedway Road, Arva, Ontario NOM 1C0

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lindsay, Alan P.

Business or Residence Address (Number and Street, City, State, Zip Code)

2701 Hornby Street, Vancouver, British Columbia V6Z 2R1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Atkins, Grant

Business or Residence Address (Number and Street, City, State, Zip Code)

435 Martin Street, Suite 2000, Blaine, WA 98230

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....

Yes No  
[x] [ ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....

\$ not applicable

3. Does the offering permit joint ownership of a single unit?.....

Yes No  
[ x] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Not applicable.

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ -0-	\$ -0-
Equity <u>share for share exchange</u>	\$ 33,811,748	\$ 33,811,748*
[ <input checked="" type="checkbox"/> ] Common    [    ] Preferred		
Convertible Securities (including warrants) .....	\$ -0-	\$ -0-
Partnership Interests .....	\$ -0-	\$ -0-
Other (Specify .....	\$ -0-	\$ -0-
Total .....	\$ 33,811,748	\$ 33,811,748

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	50	\$ 33,811,748
Non-accredited Investors .....	-0-	\$ -0-
Total (for filings under Rule 504 only) .....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Not applicable.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....		\$
Regulation A .....		\$
Rule 504 .....		\$
Total .....		\$

\*See attached Exhibit B

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input checked="" type="checkbox"/> \$ -0-
Printing and Engraving Costs .....	<input checked="" type="checkbox"/> \$ -0-
Legal Fees .....	<input checked="" type="checkbox"/> \$ -0-
Accounting Fees .....	<input checked="" type="checkbox"/> \$ -0-
Engineering Fees .....	<input checked="" type="checkbox"/> \$ -0-
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/> \$ -0-
Other Expenses (identify) .....	<input checked="" type="checkbox"/> \$ -0-
Total .....	<input checked="" type="checkbox"/> \$ -0-

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 33,811,748

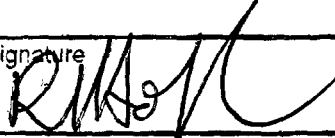
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase of real estate .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Working capital .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Other (specify): .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Column Totals .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ <u>0</u>	

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer

to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>GeneMax Corp.</b>	Signature 	Date <b>07/31/02</b>
Name of Signer (Print or Type) <b>Ronald L. Handford</b>	Title of Signer (Print or Type) <b>President/CEO</b>	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

### E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes No of such rule? ..... ☐ ☐ ☐

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title (Print or Type)	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed

**ATTACHMENT A TO FORM D  
FOR GENEMAX CORP.**

**A. BASIC IDENTIFICATION DATA**

**Brief Description of Business**

As of the date of this Form D, the Board of Directors of GeneMax Corp., a Nevada corporation and formerly known as "Eduverse.com" (the "Company"), has commenced the closing of the acquisition of GeneMax Pharmaceuticals Inc., a Delaware corporation ("GeneMax Pharmaceuticals"). On May 9, 2002, to be effective July 15, 2002, Eduverse.com (now known as GeneMax Corp.), the shareholders of GeneMax Pharmaceuticals (the "GeneMax Shareholders"), GeneMax Pharmaceuticals and Investor Communications International, Inc., a Washington corporation ("ICI") entered into a share exchange agreement (the "Share Exchange Agreement").

On May 9, 2002, the Board of Directors approved and authorized execution of the Share Exchange Agreement. The Board of Directors further authorized and directed the filing with the Securities and Exchange Commission and subsequent distribution to ten or less shareholders of the Company who held of record as of May 27, 2002 at least a majority of the issued and outstanding shares of Common Stock, an Information Statement pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended, for approval of certain corporate actions.

On July 15, 2002, a Written Consent of Shareholders of the Company was executed pursuant to which the shareholders (i) approved the Share Exchange Agreement, related conversion of loan to equity interest by the Company in GeneMax Pharmaceuticals, and resulting change in control of the Company; (ii) approved an amendment to the Articles of Incorporation of the Company to effectuate a change in the corporate name to "GeneMax Corp."; (iii) approved a 2002 stock option plan for key personnel of the Company; (iv) approved an amendment to the Company's bylaws to change the number of directors of the Company to consist of one (1) to fifteen (15); (v) elected three persons to serve as directors of the Company until the next annual meeting of the Company's shareholders or until their successor has been elected and qualified; and (vi) ratified the election of LaBonte & Co. as independent public accountants for the Company for fiscal year ending December 31, 2002.

Pursuant to the terms of the Share Exchange Agreement, effective July 15, 2002, the Company's name was changed to "GeneMax Corp." and its trading symbol under the OTC Bulletin Board for its shares of Common Stock has been changed to "GMXX".

In accordance with the terms of the Share Exchange Agreement, the Company is a biotechnology company specializing in the discovery and development of immunotherapeutics aimed at the treatment and eradication of cancer, and therapies for infectious diseases, autoimmune disorders and transplant tissue rejection.



**ATTACHMENT B TO FORM D  
FOR GENEMAX CORP.**

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE  
OF PROCEEDS**

Pursuant to the terms of the Share Exchange Agreement, the Company is in the process of acquiring from the GeneMax Shareholders up to one hundred percent (100%) of the issued and outstanding shares of common stock of GeneMax Pharmaceuticals. The terms of the Share Exchange Agreement generally require the Company to issue shares of its restricted common stock as follows: (i) up to 6,744,964 shares of restricted Common Stock to the GeneMax Shareholders in proportion to their respective holdings in GeneMax Pharmaceuticals; (ii) up to 4,487,001 shares of restricted Common Stock to Canadian shareholders of GeneMax Pharmaceuticals pursuant to the terms of a Takeover Bid Circular dated July 8, 2002; and (iii) up to 188,154 shares of restricted Common Stock to certain creditors of GeneMax Pharmaceuticals pursuant to the terms of certain debt settlement agreements.

As of the date of this Form D, the Company has issued an aggregate of 5,880,304 shares of its restricted Common Stock to the GeneMax Shareholders. Therefore, the aggregate offering price of the share exchange offering was determined by multiplying the average price of the Company's shares of common stock trading on the OTC Bulletin Board as of July 15, 2002 with the number of shares issued to the GeneMax Shareholders.